

# Constitution of Salt Spring Seniors Services Society (the “Society”)

1. The name of the Society is Salt Spring Seniors Services Society
2. The purposes of the Society are:
  - a) To compile and distribute information to our members about local resources and services available to enhance the lives of seniors
  - b) To provide a venue for programmes and social events to seniors
  - c) To engage in other activities and services for seniors as the need becomes apparent

# Bylaws of Salt Spring Seniors Services Society (the “Society”)

## **PART 1 - DEFINITIONS AND INTERPRETATION**

### **Definitions**

**1.1** In these bylaws:

“Act” means the Societies Act of British Columbia as amended from time to time;

“Board” means the directors of the Society;

“Bylaws” means these Bylaws as altered from time to time.

### **Definitions in the Act apply**

**1.2** The definitions in the Act apply to these Bylaws.

### **Conflict with act or regulations**

**1.3** If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

### **Import of Words**

**1.4** Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

### **Alterations**

**1.5** These bylaws may not be altered except by special resolution.

## **PART 2 – MEMBERS**

### **Application for membership**

**2.1** A person may apply to the Board for membership in the Society, and the person becomes a member on the Board’s acceptance of the application.

### **Duties of members**

**2.2** Every member must uphold the constitution of the Society and must comply with these Bylaws.

### **Amount of membership dues**

**2.3** The amount of the annual membership dues, if any, must be determined by the Board.

### **Member not in good standing**

**2.4** A member is not in good standing if the member fails to pay the member’s annual membership dues, if any and the member is not in good standing for so long as those dues remain unpaid.

## **Member not in good standing may not vote**

**2.5** A member who is not in good standing:

- a.) may not vote at a general meeting, and
- b.) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

## **Termination of membership**

**2.6** A person's membership in the Society is terminated if the person is not in good standing for six (6) consecutive months.

**2.7** A person ceases to be a member of the Society:

- by delivering his or her resignation in writing to the Secretary of the Society by mail or electronic delivery,
- on his or her death or, in the case of a corporation, on its dissolution, or
- on being expelled.

**2.8** (1) A member may be expelled by a special resolution of the members passed at a general meeting.

(2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.

(3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

## **PART 3 – GENERAL MEETINGS OF MEMBERS**

### **Time and place of general meeting**

**3.1** A general meeting must be held at the time and place the Board determines.

### **Ordinary business at general meeting**

**3.2** At a general meeting, the following business is ordinary business:

- a. adoption of rules of order
- b. consideration of any financial statements of the Society presented to the meeting
- c. consideration of the reports, if any, of the directors or auditor
- d. election or appointment of directors
- e. appointment of an auditor, if any
- f. business arising out of a report of the directors not requiring the passing of a special resolution

### **Notice of General Meeting**

**3.3** Notice of a general meeting must be given at least 14 and not more than 60 days in advance of the meeting. Notice of the meeting is deemed to have been given if it:

- (a) is published in the Society's Newsletter,
- (b) has been sent by email to the email address of every member of the Society for whom the Society has an email address in the register of members, and
  - (i) is posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held on the Society's website, or
  - (ii) is published in the Gulf Islands Driftwood, at least once in each of the 3 weeks immediately before the meeting.

### **Notice of special business**

**3.4** A notice of a general meeting must state the nature of any business other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

### **Chair of the general meeting**

**3.5** The following individual is entitled to preside as the chair of a general meeting:

- a. the individual, if any appointed by the Board to preside as the chair
- b. if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair
  - i. the president
  - ii. the vice-president, if the president is unable to preside as the chair, or
  - iii. one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

### **Alternate chair of general meeting**

**3.6** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

### **Quorum required**

**3.7** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

### **Quorum for general meetings**

**3.8** The quorum for the transaction of business at a general meeting is three (3) voting members or 5% of the voting members, whichever is greater.

### **Lack of quorum at commencement of meeting**

**3.9** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- a. in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- b. in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 40 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

### **If quorum ceases to be in attendance**

**3.10** If, at any time during a general meeting there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

### **Adjournment by chair**

**3.11** The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

### **Notice of continuation of adjourned general meeting**

**3.12** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

### **Order of business at general meeting**

**3.13** The order of business at a general meeting is as follows:

- a. Elect an individual to chair the meeting, if necessary
- b. Determine that there is a quorum
- c. Approve the agenda
- d. Approve the minutes from the last general meeting
- e. Deal with unfinished business from the last general meeting
- f. If the meeting is an annual general meeting:
  - Receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements
  - Receive any other reports of directors' activities and decisions since the previous annual general meeting

- Elect or appoint directors, and
  - Appoint an auditor, if any
- g. Deal with new business, including any matters about which notice has been given to the members in the notice of meeting
- h. Terminate the meeting

### **Methods of voting**

**3.14** At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, two (2) or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by secret ballot.

### **Announcement of result**

**3.15** The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

### **Proxy voting not permitted**

**3.16** Voting by proxy is not permitted.

### **Matters decided at general meeting by ordinary resolution**

**3.17** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

## **PART 4 – DIRECTORS**

### **Board has full control**

**4.1** The property and affairs of the Society shall be managed by a Board of Directors. The Board serves as the governing body of the Society, in which shall be vested full control of and overall responsibility for its revenue, expenditures, assets and liabilities.

### **Number of directors on Board**

**4.2** The Society must have no fewer than three (3) and no more than 11 directors.

### **Election or appointment of directors**

**4.3** At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

### **Directors may fill casual vacancy on Board**

**4.4** The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

## **Term of appointment of director filling casual vacancy**

**4.5** A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

## **PART 5 – DIRECTORS’ MEETINGS**

### **Calling directors’ meetings**

**5.1** A directors’ meeting may be called by the president or by any two (2) directors.

### **Notice of directors’ meetings**

**5.2** At least two (2) days’ notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period.

### **Proceedings valid despite omission to give notice**

**5.3** The accidental omission to give notice of a directors’ meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

### **Conduct of directors’ meetings**

**5.4** The directors may regulate their meetings and proceedings as they think fit.

### **Quorum of directors**

**5.5** The quorum for the transaction of business at a directors’ meeting is a majority of the directors.

## **PART 6 – BOARD POSITIONS**

### **Election or appointment to Board positions**

**6.1** Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- President
- Vice-president
- Secretary
- Treasurer
- Past-president

### **Role of treasurer**

**6.2** The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- a. Receiving and banking monies collected from the members or other sources
- b. Keeping accounting records in respect of the Society’s financial transactions
- c. Preparing the Society’s financial statements

d. Making the Society's filings respecting taxes

### **Editor of Newsletter**

**6.3** The editor of the Newsletter will be appointed by the Board of Directors and hold office at the pleasure of the Board. The editor will be *ex officio* a member of the Board.

### **Directors at large**

**6.4** Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

### **Role of president**

**6.5** The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

### **Role of vice-president**

**6.6** The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

### **Role of the past president**

**6.7** The past president is responsible for chairing the Nominating Committee to be composed at the past president's discretion at least four weeks before the Annual General Meeting.

### **Role of the secretary**

**6.8** The secretary is responsible for doing, or making the necessary arrangements for the following:

- a) Issuing notices of general meetings and directors' meetings
- b) Taking minutes of general meetings and directors' meetings
- c) Keeping the records of the Society in accordance with the Act
- d) Conducting the correspondence of the Board
- e) Filing the annual report of the Society and making any other filings with the Registrar under the Act

### **Absence of secretary from a meeting**

**6.9** In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

## **PART 7 – COMMITTEES**

### **Board Committees**

**7.1** The directors may delegate any, but not all, of their powers to committees consisting of a director or directors as they think fit. In the exercise of the powers so delegated, a committee so formed must conform to any rules imposed on it by the directors.

## **Types of Committees**

**7.2** 1) Standing Committees will be established for subjects of long standing concern that require continuous updates and changes.

2) Ad hoc committees may be established for subjects of short-term concern and will be disbanded upon completion of their activity or report.

3) Each committee will have up-to-date terms of reference detailing who has membership to the committee, the purpose of its activities and meeting schedules.

## **PART 8 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

### **Remuneration of directors**

**8.1** These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

### **Dissolution of the society**

**8.2** In the event of winding-up or dissolution of the Society, funds and assets of the Society remaining after satisfaction of its debts and liabilities shall be given or transferred to such organization or organizations concerned with social problems or having purposes similar to the Society's, as may be determined by the members of the Society at the time of the winding-up or dissolution. If the remaining assets cannot be given to or transferred to some other organization(s), the Board of the day shall determine an appropriate distribution. Organizations referred to in this paragraph shall be registered charities recognized by Revenue Canada Taxation as being qualified as such under provisions of the Income Tax Act of Canada from time to time in effect.

### **Signing authority**

**8.3** A contract or other record to be signed by the Society must be signed on behalf of the Society

- a) By the president, together with one other director
- b) If the president is unable to provide a signature, by the vice-president together with one other director
- c) If the president and vice-president are both unable to provide signatures by any two (2) other directors, or
- d) In any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society